

MODIFICATION OF SERVICE AREA AGREEMENT

This **MODIFICATION OF SERVICE AREA AGREEMENT** is made as of the 4th day of February, 2003 by and between **WAYNE-WHITE COUNTIES ELECTRIC COOPERATIVE**, hereinafter referred to as "Cooperative", and **CENTRAL ILLINOIS PUBLIC SERVICE COMPANY d/b/a AmerenCIPS**, hereinafter referred to as "Utility";

WITNESSETH:

WHEREAS, Cooperative and Utility are each an electric supplier as defined by the Electric Supplier Act of the State of Illinois, approved July 2, 1965; and

WHEREAS, pursuant to Section 6 of said Electric Supplier Act, the parties hereto are authorized to contract together, defining and delineating one or more service areas in which each shall be entitled to furnish electric service, which contract shall be subject to the approval of the Illinois Commerce Commission; and

WHEREAS, the parties hereto have entered into a Service Area Agreement dated May 14, 1968, defining and delineating service areas in which each shall be entitled to furnish electric service (the "1968 SAA"); and

WHEREAS, the parties hereto also have entered into a Service Area Agreement dated October 15, 1974, defining and delineating service areas in which each shall be entitled to furnish electric service (the "1974 SAA"); and

WHEREAS, the parties hereto, in order to avoid duplication of facilities and to minimize disputes between themselves, which may result in inconvenience and diminished efficiency to the public, and in the public interest desire to modify said Service Area Agreements in accordance with the provisions of Section 4 thereof in order to exchange between themselves certain service rights and/or territory defined and delineated as the service area of each party under said Service Area

Agreements within Section 18, Township 2 North, Range 11 East of the Third P.M., Edwards County, Illinois and the North Half of Section 19, Township 2 South, Range 11 East of the 3rd P.M., Edwards County; and within Sections 4, 5, 8, 9 and 10, Township 2 South, Range 9 East of the 3rd P.M., East of the Little Wabash River in Wayne County, Illinois; and

WHEREAS, Section 4 of the 1968 Service Area Agreement provides that the parties may, upon request of one and acceptance by the other, modify the Service Area Agreement so as to allow and permit one party to furnish service to a consumer the requesting party is entitled to, and obligated to serve; and

WHEREAS, a consumer, Bi-Petro, Inc. ("B-P"), has made or may make a request for service for certain oil field operations in that part of Sections 4, 5, 8, 9 and 10, Township Two South, Range 9 East of the 3rd P.M., East of the Little Wabash River in Wayne County, Illinois, commonly known as the "Golden Gate Field"; and

WHEREAS, portions of the Golden Gate Field lie in each party's exclusive service territory such that, unless the parties agree to modify the SAA, the consumer might be required to accept service from both parties or might decline to utilize any electric energy for its oilfield operations, resulting in potential duplication of facilities and inconvenience and diminished efficiency to the consumer and the public; and

WHEREAS, Utility presently utilizes Cooperative's distribution facilities to provide retail electric service to a consumer known as Spier Operating ("Spier") that operates an oilfield known as the "Works Unit" in Section 18, Township 2 North, Range 11 East of the Third P.M., in Edwards County and in the North Half of Section 19, Township 2 South, Range 11 East of the 3rd P.M., Edwards County; and

WHEREAS, the Works Unit lies entirely within the exclusive service area of Cooperative, and

the current service configuration has resulted in inconvenience to the parties with the potential for confusion and diminished service to the consumer and the public; and

WHEREAS, Utility desires to request that Cooperative furnish service to the Works Unit, and Cooperative desires to request Utility to furnish service to those portions of the Golden Gate Field situated in Cooperative's designated territory;

NOW THEREFORE, for and in consideration of the premises and the mutual covenants and agreements hereinafter set forth, Cooperative and Utility agree as follows:

1. Utility requests, and Cooperative agrees, that Cooperative shall hereafter furnish all electric service requirements to the premises commonly known as the Works Unit.

2. Cooperative requests, and Utility agrees, that Utility shall hereafter furnish all electric service requirements of those portions of Golden Gate Field in Sections 4, 5 and 8, Township 2 South, Range 9 East of the 3rd P.M., Wayne County, Illinois, so as long as B-P or its successors or assigns retains the right to produce oil from any of the mineral leases comprising the Golden Gate Field, provided further, that nothing herein shall authorize Utility to hereafter furnish electric service to any consumer in Sections 4, 5, 8, 9 and 10, Township 2 South, Range 9 East of the 3rd P.M., Wayne County, Illinois in Cooperative's designated service territory other than for use by B-P or its successors or assigns solely in connection with oilfield operations in the Golden Gate Field.

3. Nothing in this Modification shall affect the service areas of the parties under said Service Area Agreement on real estate other than described above, nor affect the service areas of the parties under other Service Area Agreements between the parties.

4. Upon the execution of this Modification to Service Area Agreement, the parties hereto will forthwith file a joint application for its approval with the Illinois Commerce Commission ("Commission"), and this Modification shall be subject to Commission approval.

5. When approved by the Commission, this Modification shall become effective forthwith and shall continue in force and effect until or unless it is amended or modified and such amendment or modification is approved by the Commission or rescinded by the further written agreement of the parties hereto.

IN WITNESS WHEREOF, Wayne-White Counties Electric Cooperative has hereunto caused its corporate name to be affixed by its President and the Seal attached and attested by its Secretary, pursuant to a Resolution of its Board of Directors adopted on the 22nd day of OCTOBER, 2002, and Central Illinois Public Service Company d/b/a AmerenCIPS has hereunto caused its President or Vice-President and its corporate seal to be hereunto attached and attested by its Secretary or Assistant Secretary, all as of the date and year first above written.

**WAYNE-WHITE COUNTIES ELECTRIC
COOPERATIVE,**

By: Derick Cole
Its: President

ATTEST: Kent Henry
Title: Secretary

**CENTRAL ILLINOIS PUBLIC SERVICE COMPANY
d/b/a AmerenCIPS,**

By: Craig D. Nelson
Its: Vice President

ATTEST: J. A. Lischko
Title: Asst Secretary